



WHAT'S GOING
ON, WHY DID WE
HAVE TO VOTE ON
ISSUES WITHIN
WE DIDN'T KNOW
HOW WE WOULD
BE TREATED

No Person Has Been Authorized To Give Any Information Or Advice, Or To Make Any Representation, Other Than What Is Contained In The Materials Mailed With This Ballot Or Other Materials Authorized By The Court

DELPHI

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11
: Case No. 05-44481 (RDD)
: DELPHI CORPORATION, et al.
: Debtors. (Jointly Administered)

X

**BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF REORGANIZATION OF
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION**

(Class C General Unsecured Claims)

On December 10, 2007, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (i) approved the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorized the Debtors to solicit votes on the Plan. This ballot (the "Ballot") is being sent to holders of Class C General Unsecured Claims for their use in voting to accept or reject the Plan. The Plan is described in, and annexed as Exhibit A to, the Disclosure Statement which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Plan that actually vote on the Plan and if it is accepted by the holders of at least two-thirds in number of shares in each class of interests entitled to vote on the Plan that actually vote on the Plan. If any class of claims or interests rejects the Plan or is deemed to reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

**Please Read And Follow The Attached Instructions Carefully
And Return Your Ballot In The Envelope Provided**

The Voting Deadline Is 7:00 P.M. (Prevailing Eastern Time) On January 11, 2008

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claims have been placed in Class C under the Plan. If you hold claims or interests in another class, you will receive a ballot for each class in which you are entitled to vote.

Please read carefully and follow the attached instructions on returning your Ballot. The voting deadline by which your vote must be received by the voting agent is 7:00 p.m. (prevailing Eastern time) on January 11, 2008 or your ballot will not be counted. If you have any questions please call Kurtzman Carson Consultants LLC (the "Creditor Voting Agent") at (888) 249-2691.

The Creditor Voting Agent Will Not Accept Ballots By Electronic Or Facsimile Transmission

ON 1-17-08

Claim Number	Claim Description	Offered Percentage	Accepted Percentage	Decision	Notes
9C	Delphi Medical Systems Corporation	0.00%	0.00%	ACCEPT	New Common Stock and Discount Rights equal to 100% of the Face Amount of their Allowed General Unsecured Claims
10C	Delphi Medical Systems Colorado Corporation	83.06%	81.36%	ACCEPT	New Common Stock and Discount Rights equal to 100% of the Face Amount of their Allowed General Unsecured Claims
11C	Delphi Medical Systems Texas Corporation	91.43%	98.95%	ACCEPT	New Common Stock and Discount Rights equal to 100% of the Face Amount of their Allowed General Unsecured Claims
12C	MobileAria, Inc.	80.00%	99.83%	ACCEPT	New Common Stock and Discount Rights equal to 100% of the Face Amount of their Allowed General Unsecured Claims
1D - 12D	GM Claims	100.00%	100.00%	ACCEPT	Consideration set forth in the Delphi-GM Definitive Documents
E	510(b) Note Claims	100.00%	100.00%	ACCEPT	New Common Stock, Discount Rights, and/or Oversubscription Cash as described in the Securities Settlement through the Securities Settlement disbursing agent
1F - 12F	Intercompany Claims	N/A	N/A	Deemed ACCEPT	Claims either reinstated or cancelled and discharged
G-1	Existing Common Stock	N/A	78.15%	ACCEPT	New Common Stock, Par Value Rights, Seven-Year Warrants, Six-Month Warrants, and Ten-Year Warrants
G-2	510(b) Equity Claims	100.00%	100.00%	ACCEPT	New Common Stock, Discount Rights, and/or Oversubscription Cash as described in the Securities Settlement through the Securities Settlement disbursing agent
IH	510(b) ERISA Claims	100.00%	100.00%	ACCEPT	New Common Stock, Discount Rights, and/or Oversubscription Cash as described in the ERISA Settlement through the ERISA Settlement disbursing agent
8H	510(b) ERISA Claims	100.00%	100.00%	ACCEPT	New Common Stock, Discount Rights, and/or Oversubscription Cash as described in the ERISA Settlement through the ERISA Settlement disbursing agent
IJ-12J	Interests in the Affiliate Debtors	N/A	N/A	Deemed ACCEPT	Unimpaired
II	Other Interests	N/A	N/A	Deemed REJECT	No receipt or retention of any property on account of such Other Interests

